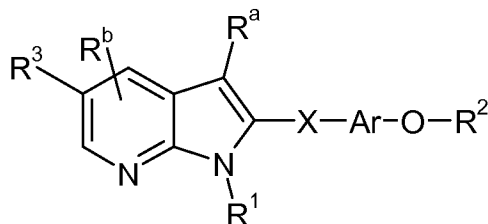


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of formula I or a pharmaceutically acceptable salt thereof:



I

wherein

R¹ is optionally substituted C₁₋₁₀ hydrocarbyl; optionally substituted C₁₋₁₀acyl; optionally substituted C₄₋₈heteroaryl-C(=O)-; R⁴R⁵N-C₁₋₆alkyl; R⁴R⁵NC(=O)-C₁₋₆alkyl; R⁴O-C₁₋₆alkyl; R⁴OC(=O)-C₁₋₆alkyl; R⁴C(=O)-C₁₋₆alkyl; R⁴C(=O)NR⁴-C₁₋₆alkyl; R⁴R⁵NSO₂-C₁₋₆alkyl; R⁴CSO₂N(R⁵)-C₁₋₆alkyl; R⁴R⁵NC(=O)N(R⁶)-C₁₋₆alkyl; R⁴R⁵NSO₂N(R⁶)-C₁₋₆alkyl; optionally substituted aryl-C₁₋₆alkyl; optionally substituted aryl-C(=O)-C₁₋₆alkyl; optionally substituted heterocyclyl-C₁₋₆alkyl; optionally substituted heterocyclyl-C(=O)-C₁₋₆alkyl; and C₁₋₁₀hydrocarbylamino;

wherein R⁴, R⁵ and R⁶ are independently selected from -H, C₁₋₆alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl, or a divalent C₁₋₆group that together with another divalent C₁₋₆group forms a portion of a ring;

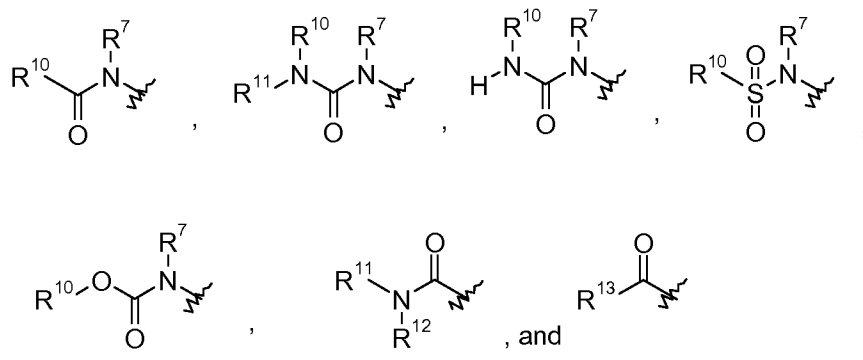
R¹ is a C₄₋₁₂-group;

X is selected from the group consisting of -NR⁶-, -CH₂-CH₂-, -CH=CH-, -O-, -C(R⁸)(R⁹)-, and -S(O)_q-, wherein q is 0, 1 or 2, wherein R⁸ and R⁹ are independently C₁₋₆alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl, C₁₋₆alkoxy, -OH, or -H; at most one of R₈ and R₉ is -OH; X is a C₄₋₁₀-divalent group that separates groups connected thereto by one or two saturated carbons;

Ar is a C₄₋₁₂ divalent aromatic group;

R² is optionally substituted C₁₋₆hydrocarbyl, optionally substituted C₆₋₁₀aryl, or optionally substituted C₃₋₆heteroaryl;

R³ is selected from:



wherein

R^7 is selected from -H, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl;

R^{10} , R^{11} , R^{12} and R^{13} are independently selected from optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl; R^3 is a G_{4-12} group, wherein the atom of R^3 that is directly connected to the six-membered ring of formula I is a nitrogen, or an unsaturated carbon, wherein the unsaturated carbon is connected to an oxygen through a double bond; and

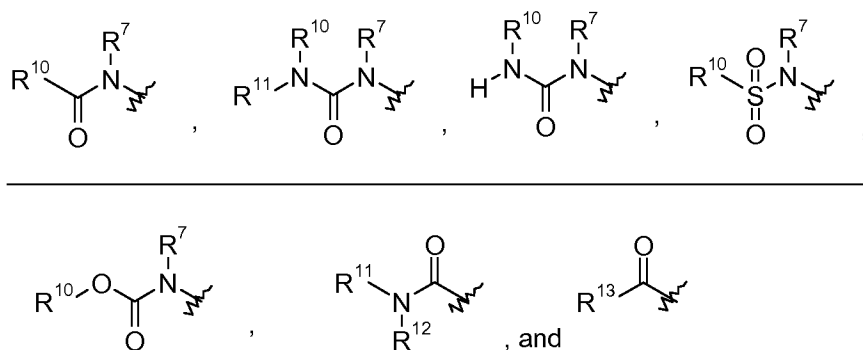
R^a and R^b are -R, $-NO_2$, -OR, -Cl, -Br, -I, -F, $-CF_3$, $-C(=O)R$, $-C(=O)OH$, $-NH_2$, -SH, -NHR, $-NR_2$, -SR, $-SO_3H$, $-SO_2R$, $-S(=O)R$, -CN, -OH, $-C(=O)OR$, or $-NRC(=O)R$, wherein R is independently -H or C_{1-6} hydrocarbyl.

2. (currently amended) A compound as claimed in claim 1, wherein

R^1 is optionally substituted G_{4-10} hydrocarbyl; optionally substituted G_{4-10} acyl; optionally substituted C_{4-8} heteroaryl- $C(=O)-$; $R^4R^5N-C_{4-6}$ alkyl; $R^4R^5NC(=O)-C_{4-6}$ alkyl; R^4O-C_{4-6} alkyl; $R^4OC(=O)-C_{4-6}$ alkyl; $R^4C(=O)-C_{4-6}$ alkyl; $R^4C(=O)NR^4-C_{4-6}$ alkyl; $R^4R^5NSO_2-C_{4-6}$ alkyl; $R^4CSO_2N(R^5)-C_{4-6}$ alkyl; $R^4R^5NC(=O)N(R^6)-C_{4-6}$ alkyl; $R^4R^5NSO_2N(R^6)-C_{4-6}$ alkyl; optionally substituted aryl- C_{4-6} alkyl; optionally substituted aryl- $C(=O)-C_{4-6}$ alkyl; optionally substituted heterocyclyl- C_{4-6} alkyl; optionally substituted heterocyclyl- $C(=O)-C_{4-6}$ alkyl; and G_{4-10} hydrocarbylamino;

wherein R^4 , R^5 and R^6 are independently selected from -H, C_{4-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, or a divalent G_{4-6} group that together with another divalent G_{4-6} group forms a portion of a ring;

_____ R^3 is selected from:



wherein

_____ R^7 is selected from ~~H, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl;~~

_____ R^{10} , R^{11} , R^{12} and R^{13} are independently selected from ~~optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl; and~~

R^a and R^b are hydrogen.

3. (currently amended) A compound as claimed claim 1,

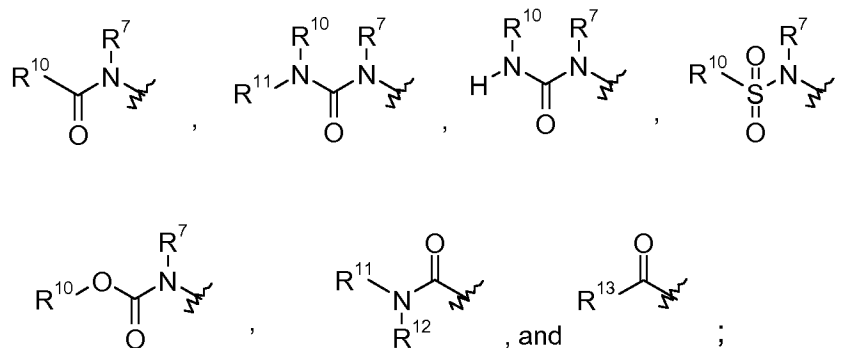
wherein R^1 is selected from C_{1-8} alkyl; C_{2-8} alkenyl; C_{2-8} alkynyl; optionally substituted aryl- C_{1-6} alkyl; $R^4R^5NC_{1-6}$ alkyl; R^4OC_{1-6} alkyl; C_{3-6} cycloalkyl- C_{1-6} alkyl; optionally substituted C_{3-6} heterocycloalkyl- C_{1-6} alkyl; C_{1-6} alkyl- C_{6-8} aryl; C_{1-6} alkyl- $C(=O)-$; C_{6-8} aryl- $C(=O)-$; C_{3-8} heteroaryl- $C(=O)-$; or optionally substituted C_{3-6} heteroaryl- C_{1-6} alkyl;

wherein R^2 is selected from C_{1-6} alkyl, C_{1-6} alkyl substituted by at least one fluorine, C_{2-6} alkenyl, C_{2-6} alkenyl substituted by at least one fluorine, C_{2-6} alkynyl, C_{2-6} alkynyl substituted by at least one fluorine, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, and optionally substituted C_{3-6} heteroaryl;

R^4 , R^5 and R^6 are independently selected from the group consisting of -H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and a divalent C_{1-6} group that together with another divalent C_{1-6} group forms a portion of a ring;

~~X is selected from the group consisting of NR^6 , CH_2CH_2 , $CH=CH$, O, $C(R^8)(R^9)$, and $S(O)_q$, wherein q is 0, 1 or 2, wherein R^8 and R^9 are independently C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkoxy, OH, or H; at most one of R^8 and R^9 is OH;~~

R^3 is selected from:



wherein

R^7 is selected from -H, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl;

R^{10} , R^{11} , R^{12} and R^{13} are independently selected from optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl; and

R^a and R^b are hydrogen.

4. (original) A compound as claimed in claim 3, wherein

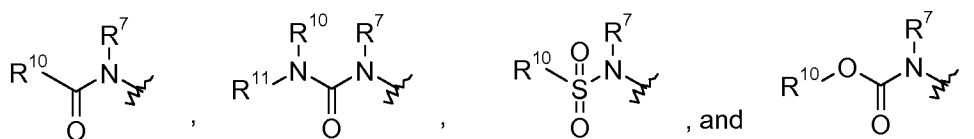
R^1 is selected from C_{1-6} alkyl; C_{2-6} alkenyl; C_{2-6} alkynyl; optionally substituted C_{3-6} cycloalkylmethyl; optionally substituted C_{3-6} heterocycloalkylmethyl;

X is $-CH_2-$;

Ar is phenylene or pyridylene;

R^2 is selected from $-CH_3$, $-CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CF_3$, CF_3 , cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, pyridyl and phenyl; and

R^3 is selected from



wherein, R^7 is selected from -H and methyl; R^{10} and R^{11} are independently selected from optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl.

5. (original) A compound as claimed in claim 3, wherein

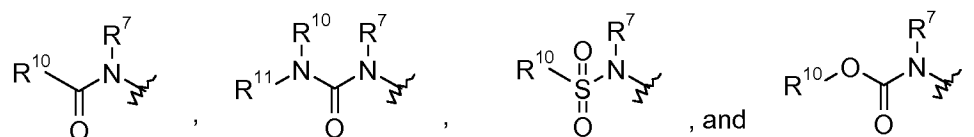
R¹ is selected from C₁₋₆alkyl; C₂₋₆alkenyl; C₂₋₆alkynyl; optionally substituted C₃₋₆cycloalkylmethyl; optionally substituted C₃₋₆heterocycloalkylmethyl;

X is -CH₂-;

Ar is selected from the group consisting of an optionally substituted *para*-arylene; an optionally substituted a six-membered *para*-heteroarylene;

R² is selected from -CH₃, -CH₂CH₃, -CH(CH₃)₂, -CH₂CF₃, CF₃, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, pyridyl and phenyl; and

R³ is selected from:



wherein, R⁷ is selected from -H and methyl; R¹⁰ and R¹¹ are selected from optionally substituted C₁₋₆alkyl, optionally substituted C₂₋₆alkenyl, optionally substituted C₂₋₆alkynyl, optionally substituted C₃₋₆cycloalkyl, optionally substituted C₆₋₁₀ aryl, or optionally substituted C₃₋₆heteroaryl.

6. (original) A compound as claimed in claim 3, wherein

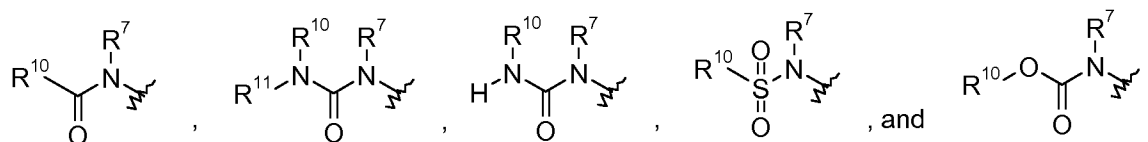
R¹ is selected from optionally substituted C₃₋₆cycloalkylmethyl; and optionally substituted C₃₋₆heterocycloalkylmethyl;

X is -CH₂-;

Ar is *para*-phenylene or *para*-pyridylene;

R² is methyl, or ethyl; and

R³ is selected from



wherein, R⁷ is selected from -H and methyl; R¹⁰ and R¹¹ are selected from C₁₋₆alkyl, C₃₋₆cycloalkyl, phenyl optionally substituted with halogen, nitro, C₁₋₃alkyl, -COOR¹⁴, -OH, cyano, trifluormethyl, C₁₋₃alkyloxy; C₃₋₆heteroaryl optionally substituted with halogen, nitro, C₁₋₃alkyl, -COOR¹⁴, -OH, cyano, trifluormethyl, C₁₋₃alkyloxy, wherein R¹⁴ is a C₁₋₃alkyl.

7. (original) A compound selected from:

- 1) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,2-dimethyl-propanamide;
- 2) *N*-[1-(cyclohexylmethyl)-2-[(3-methoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,2-dimethyl-propanamide;
- 3) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-*N'*-(1-methylethyl)-urea;
- 4) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,3-dimethyl-butanamide;
- 5) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,2-dimethyl-propanamide;
- 6) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-cyclopropanecarboxamide;
- 7) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,2,2-trimethyl-propanamide;
- 8) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N'*,*N'*-diethyl-*N*-methyl-urea;
- 9) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,5-dimethyl-3-isoxazolecarboxamide;
- 10) *N*-[1-(cyclohexylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2-fluoro-*N*-methyl-benzamide;
- 11) *N*-[1-(cyclohexylmethyl)-2-[(5-ethoxy-2-pyridinyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,2-dimethyl-propanamide;
- 12) [1-(cyclohexylmethyl)-2-[(5-ethoxy-2-pyridinyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-, 1-methylethyl ester carbamic acid;
- 13) *N*-[1-(cyclohexylmethyl)-2-[(5-ethoxy-2-pyridinyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,2,2-trimethyl-propanamide;
- 14) *N*-[1-(cyclohexylmethyl)-2-[(5-ethoxy-2-pyridinyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,3-dimethyl-butanamide;
- 15) *N*-[1-(cyclohexylmethyl)-2-[(5-ethoxy-2-pyridinyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-*N'*-(1-methylethyl)-urea;
- 16) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,2-dimethyl-propanamide;
- 17) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,6-difluoro-*N*-methyl-benzenesulfonamide;

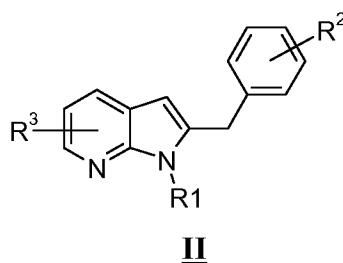
- 18) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-cyclobutanecarboxamide;
- 19) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,5-difluoro-*N*-methyl-benzamide;
- 20) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,2-dimethyl-propanamide;
- 21) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,2,2-trimethyl-propanamide;
- 22) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-*N'*-(1-methylethyl)-urea;
- 23) *N*-[2-[(4-ethoxyphenyl)methyl]-1-[(tetrahydro-2*H*-pyran-4-yl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,3-dimethyl-butanamide;
- 24) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,2-dimethyl-propanamide;
- 25) [1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-, methyl ester carbamic acid;
- 26) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-2,6-difluoro-*N*-methyl-benzenesulfonamide;
- 27) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-2-pyridinecarboxamide;
- 28) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,3-dimethyl-butanamide;
- 29) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-*N'*-(1-methylethyl)-urea;
- 30) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,1-dimethyl-1*H*-imidazole-5-sulfonamide;
- 31) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-4-(dimethylamino)-*N*-methyl- benzamide;
- 32) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*,5-dimethyl-3-isoxazolecarboxamide;
- 33) 4-[[[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]methylamino]sulfonyl]-benzoic acid;
- 34) *N*-[1-(cyclobutylmethyl)-2-[(4-ethoxyphenyl)methyl]-1*H*-pyrrolo[2,3-*b*]pyridin-5-yl]-*N*-methyl-2-nitro-benzenesulfonamide; and pharmaceutically acceptable salts thereof.

8 –11 (cancelled)

12. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to claim 1 and a pharmaceutically acceptable carrier.

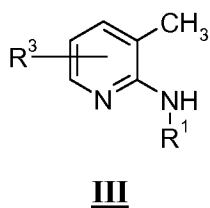
13. (cancelled)

14. (original) A method for preparing a compound of formula II,

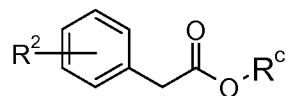


comprising the steps of

a) reacting a compound of formula III,



with a base having a pKa more than 20;



b) reacting a product formed in step a) with a compound of formula IV,

IV

to form the compound of formula II,

wherein

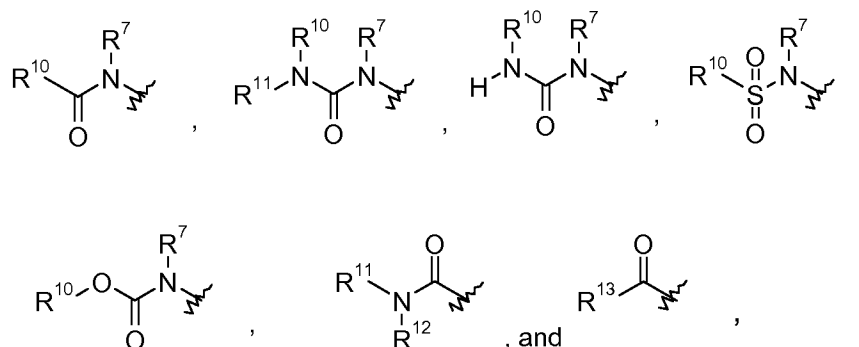
R¹ is optionally substituted C₁₋₁₀ hydrocarbyl; optionally substituted C₁₋₁₀acyl; optionally substituted C₄₋₈heteroaryl-C(=O)-; R⁴R⁵N-C₁₋₆alkyl; R⁴R⁵NC(=O)-C₁₋₆alkyl; R⁴O-C₁₋₆ alkyl; R⁴OC(=O)-C₁₋₆alkyl; R⁴C(=O)-C₁₋₆alkyl; R⁴C(=O)NR⁴-C₁₋₆alkyl; R⁴R⁵NSO₂-C₁₋₆alkyl; R⁴CSO₂N(R⁵)-C₁₋₆alkyl; R⁴R⁵NC(=O)N(R⁶)-C₁₋₆alkyl; R⁴R⁵NSO₂N(R⁶)-C₁₋₆alkyl; optionally substituted aryl-C₁₋₆alkyl; optionally substituted aryl-C(=O)-C₁₋₆alkyl; optionally substituted

heterocyclyl-C₁₋₆alkyl; optionally substituted heterocyclyl-C(=O)-C₁₋₆alkyl; and C₁₋₁₀hydrocarbylamino;

wherein R⁴, R⁵ and R⁶ are independently selected from -H, C₁₋₆alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl, or a divalent C₁₋₆group that together with another divalent C₁₋₆group forms a portion of a ring;

R² is optionally substituted C₁₋₆hydrocarbyl, optionally substituted C₆₋₁₀aryl, or optionally substituted C₃₋₆heteroaryl;

R³ is selected from:



wherein

R⁷ is selected from -H, optionally substituted C₁₋₆alkyl, optionally substituted C₂₋₆alkenyl, optionally substituted C₂₋₆alkynyl, optionally substituted C₃₋₆cycloalkyl, optionally substituted C₆₋₁₀aryl, or optionally substituted C₃₋₆heteroaryl;

R¹⁰, R¹¹, R¹² and R¹³ are independently selected from optionally substituted C₁₋₆alkyl, optionally substituted C₂₋₆alkenyl, optionally substituted C₂₋₆alkynyl, optionally substituted C₃₋₆cycloalkyl, optionally substituted C₆₋₁₀aryl, or optionally substituted C₃₋₆heteroaryl; and

R^c is C₁₋₄alkyl.

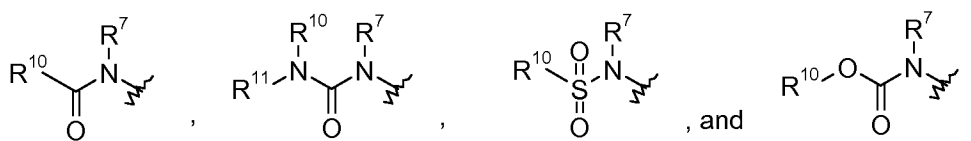
15. (original) A process as claimed in claim 14, wherein

the base is t-butyl lithium;

R¹ is selected from C₁₋₆alkyl; C₂₋₆alkenyl; C₂₋₆alkynyl; optionally substituted C₃₋₆cycloalkylmethyl; optionally substituted C₃₋₆heterocycloalkylmethyl;

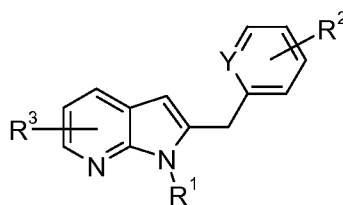
R² is selected from -CH₃, -CH₂CH₃, -CH(CH₃)₂, -CH₂CF₃, CF₃, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, pyridyl and phenyl; and

R³ is selected from:



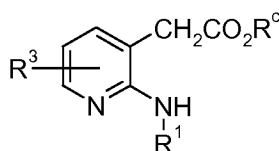
wherein, R^7 is selected from -H and methyl; R^{10} and R^{11} are independently selected from optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl.

16. (original) A process for preparing a compound of formula V,



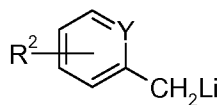
V

comprising the step of reacting a compound of formula VI,



VI

with a compound of formula VII,



VII

to form the compound of formula V,

wherein

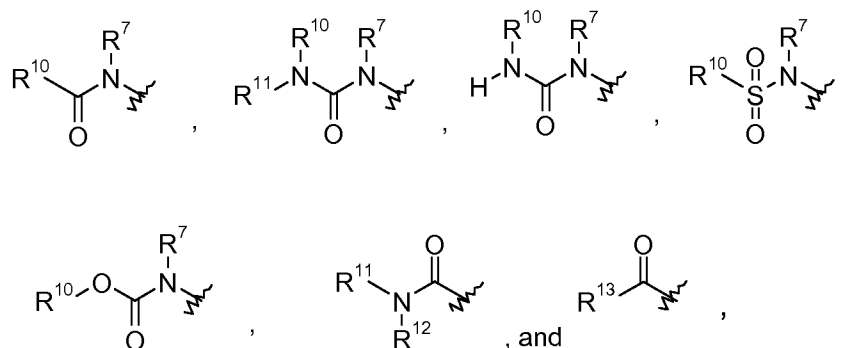
R^1 is optionally substituted C_{1-10} hydrocarbyl; optionally substituted C_{1-10} acyl; optionally substituted C_{4-8} heteroaryl-C(=O)-; $R^4R^5N-C_{1-6}$ alkyl; $R^4R^5NC(=O)-C_{1-6}$ alkyl; R^4O-C_{1-6} alkyl; $R^4OC(=O)-C_{1-6}$ alkyl; $R^4C(=O)-C_{1-6}$ alkyl; $R^4C(=O)NR^4-C_{1-6}$ alkyl; $R^4R^5NSO_2-C_{1-6}$ alkyl; $R^4CSO_2N(R^5)-C_{1-6}$ alkyl; $R^4R^5NC(=O)N(R^6)-C_{1-6}$ alkyl; $R^4R^5NSO_2N(R^6)-C_{1-6}$ alkyl; optionally substituted aryl- C_{1-6} alkyl; optionally substituted aryl-C(=O)- C_{1-6} alkyl; optionally substituted

heterocycl- C_{1-6} alkyl; optionally substituted heterocycl- $C(=O)-C_{1-6}$ alkyl; and C_{1-10} hydrocarbylamino;

wherein R^4 , R^5 and R^6 are independently selected from -H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, or a divalent C_{1-6} group that together with another divalent C_{1-6} group forms a portion of a ring;

R^2 is optionally substituted C_{1-6} hydrocarbyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl;

R^3 is selected from:



wherein

R^7 is selected from -H, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl;

R^{10} , R^{11} , R^{12} and R^{13} are independently selected from optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl;

Y is CH or N; and

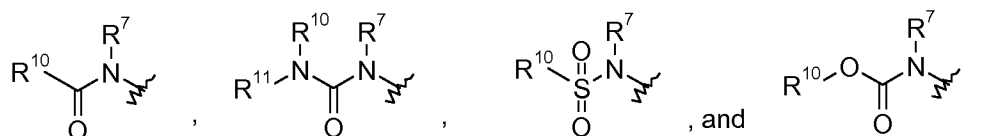
R^c is C_{1-4} alkyl.

17. (original) A process as claimed in claim 16, wherein

R^1 is selected from C_{1-6} alkyl; C_{2-6} alkenyl; C_{2-6} alkynyl; optionally substituted C_{3-6} cycloalkylmethyl; optionally substituted C_{3-6} heterocycloalkylmethyl;

R^2 is selected from -CH₃, -CH₂CH₃, -CH(CH₃)₂, -CH₂CF₃, CF₃, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, pyridyl and phenyl; and

R^3 is selected from:



wherein, R^7 is selected from -H and methyl; R^{10} and R^{11} are independently selected from optionally substituted C_{1-6} alkyl, optionally substituted C_{2-6} alkenyl, optionally substituted C_{2-6} alkynyl, optionally substituted C_{3-6} cycloalkyl, optionally substituted C_{6-10} aryl, or optionally substituted C_{3-6} heteroaryl.